

Hearing Date and Time: To be determined
Objection Deadline: To be determined

COVINGTON & BURLING LLP
THE NEW YORK TIMES BUILDING
620 Eighth Avenue
New York, NY 10018
(212) 841-1000
Susan Power Johnston (SJ-9386)

Foreign Trade and Special Corporate Committee
Counsel to the Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
----- x

**FINAL FEE APPLICATION OF COVINGTON & BURLING LLP,
FOREIGN TRADE AND SPECIAL CORPORATE COMMITTEE LEGAL COUNSEL
TO THE DEBTORS AND DEBTORS-IN-POSSESSION,
FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD FROM OCTOBER 8, 2005 THROUGH JANUARY 25, 2008**

NAME OF APPLICANT:	<u>COVINGTON & BURLING LLP</u>
AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES	
TO:	<u>DEBTORS</u>
DATE OF RETENTION:	<u>OCTOBER 8, 2005</u>
PERIOD FOR WHICH INTERIM COMPENSATION AND REIMBURSEMENT IS SOUGHT:	<u>OCTOBER 1, 2007 THROUGH JANUARY 25, 2008</u>
AMOUNT OF INTERIM COMPENSATION REQUESTED:	<u>\$32,882.00</u>
AMOUNT OF INTERIM EXPENSE REIMBURSEMENT REQUESTED:	<u>\$73.59</u>
PERIOD FOR WHICH FINAL COMPENSATION AND REIMBURSEMENT IS SOUGHT:	<u>OCTOBER 8, 2005 THROUGH JANUARY 25, 2008</u>
AMOUNT OF FINAL COMPENSATION REQUESTED:	<u>\$1,883,390.41</u>
AMOUNT OF FINAL EXPENSE REIMBURSEMENT REQUESTED:	<u>\$60,324.00</u>

TIMEKEEPER SUMMARY FOR THE SEVENTH APPLICATION PERIOD

Timekeeper	Title	Rate	Bill Hours	Bill Amount	Date of Bar Admission
Alex O. Carnizares	Associate	\$335	43.00	\$14,405.00	3/1/2007
Amanda Raboy	Associate	\$285	16.00	\$4,560.00	7/02/2007
Corinne A. Goldstein	Partner	\$670	2.10	\$1,407.00	12/21/1976
Elizabeth E. Shackelford	Associate	\$335	10.20	\$3,417.00	2007
Jacqueline Kelly	Paralegal	\$190	6.30	\$1,197.00	N/A
Kimberly A. Strosnider	Partner	\$480	8.00	\$3,840.00	10/29/2001
Randall H. Cook	Associate	\$405	5.20	\$2,106.00	11/30/2004
Susan Power Johnston	Of Counsel	\$650	3.00	\$1,950.00	4/28/1980

The blended hourly rate for persons who billed time to the Debtors during the Seventh Application Period, excluding paralegal or other paraprofessional time, is approximately \$362.11, calculated by dividing the total amount of fees billed by attorneys for services rendered by the total number of hours billed by attorneys.

PRIOR APPLICATIONS

Application	Date	Fees Sought	Fees Allowed	Expenses Sought	Expenses Allowed	Total Allowed
First	3/31/2006	\$490,281.00	\$479,651.93	\$20,653.23	\$20,653.23	\$500,305.16
Second	7/31/2006	\$551,937.00	\$541,217.93	\$10,753.73	\$10,753.73	\$551,971.66
Third	11/30/2006	\$499,681.75	\$488,962.68	\$22,535.33	\$22,535.33	\$511,498.01
Fourth	3/28/2007	\$151,395.00	\$128,075.00	\$6,032.91	\$4,232.91	\$132,307.91
Fifth	7/31/2007	\$95,420.00	89,920.00	\$1,616.59	\$1,166.59	\$91,086.59
Sixth	11/29/07	\$64,910.00	\$62,430.00	\$1,035.08	\$909.08	\$63,339.08
Total:		\$1,853,624.75	\$1,790,257.54	\$62,626.87	\$60,250.87	\$1,850,508.41

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**FINAL FEE APPLICATION OF COVINGTON & BURLING LLP,
FOREIGN TRADE AND SPECIAL CORPORATE COMMITTEE LEGAL COUNSEL
TO THE DEBTORS AND DEBTORS-IN-POSSESSION,
FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD FROM OCTOBER 8, 2005 THROUGH JANUARY 25, 2008**

TO: THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Covington & Burling LLP (“Covington”), foreign trade and special corporate committee legal counsel to the above-captioned debtors and debtors-in-possession (collectively, “Delphi”, the “Company” or the “Debtors”), submits this application (the “Final Application”) for (a) allowance of compensation in the amount of \$32,882.00 for professional services rendered and reimbursement of expenses incurred in the amount of \$73.59 from October 1, 2007,

through January 25, 2008 (the “**Seventh Application Period**”) and (b) for final approval of fees in the amount of \$1,883,390.41 and expenses in the amount of \$60,324.00 incurred from October 8, 2005, through January 25, 2008.

PRELIMINARY STATEMENT

1. By this Final Application and pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Covington requests that the Court authorize: (a) interim allowance of compensation for professional services Covington rendered during the Seventh Application Period in the amount of \$32,882.00; (b) the reimbursement of actual and necessary expenses Covington incurred in rendering such professional services in the amount of \$73.59; and (c) final allowance of the aggregate fees and expenses Covington incurred from October 8, 2005, through January 25, 2008, in the amounts of \$1,883,390.41 and \$60,324.00, respectively.

2. The Final Application reflects the time, skill and effort Covington expended during the Seventh Application Period providing assistance to the Company as its foreign trade and special corporate committee legal counsel. Covington has advised and assisted the Company on U.S. foreign trade control matters, and prepared and drafted the sixth interim application (the “**Sixth Application**”) and all supporting documents and addressed ongoing supplemental disclosure issues.

3. This Court has jurisdiction over this Final Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of these cases and this Final Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding under 28 U.S.C. § 157(b)(2).

GENERAL BACKGROUND

4. On October 8, 2005 (the “**Petition Date**”), Delphi and certain of its U.S. subsidiaries filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code. On October 14, 2005, three additional U.S. subsidiaries of Delphi also sought relief in this Court under chapter 11 of the Bankruptcy Code. This Court entered orders directing the joint administration of the Debtors’ chapter 11 cases (Docket Nos. 28 and 404).

5. On June 1, 2009, the Debtors sought approval of certain modifications to a plan or reorganization that was confirmed on January 25, 2009 (the “**Modified Plan**”). This Court entered an order approving the Modified Plan on July 30, 2009 (Docket No. 18707).

6. On October 6, 2009, the Debtors substantially consummated the Modified Plan and the effective Date occurred.

7. Interim Fee Orders. The Court has issued a number of orders governing the procedures for professionals to seek compensation from the Debtors’ estates, with which this Final Application complies, including:

- a) The First Interim Compensation Order dated November 4, 2005 (Docket No. 869);
- b) The First and Second Supplemental Orders dated March 8, 2006 and March 28, 2006 (Docket Nos. 2747 and 2986);
- c) The Joint Interest Agreement Order dated April 18, 2006 (Docket No. 3279);
- d) The Third Interim Compensation Order dated May 5, 2006 (Docket No. 3630), which established the Fee Committee;
- e) The Fourth Interim Compensation Order dated July 13, 2006 (Docket No. 4545);
- f) The Fifth Interim Compensation Order dated October 13, 2006 (Docket No. 5310);

- g) The Sixth Interim Compensation Order dated February 25, 2008 (Docket No. 12883).

The Fee Committee issued guidelines on June 19, 2006 (the “**Fee Committee Guidelines**”).

8. Covington’s Retention. On February 17, 2006, the Debtors filed an Application for Order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Covington & Burling as Foreign Trade and Special Corporate Committee Legal Counsel to Debtors (Docket No. 2424) (the “**Retention Application**”), seeking the retention of Covington *nunc pro tunc* to October 8, 2005.

9. On March 9, 2006, the Court granted the Retention Application, authorizing the employment and retention of Covington as Foreign Trade and Special Corporate Committee Legal Counsel to the Debtors (Docket No. 2769) (the “**Retention Order**”).

10. Covington’s Pre-Petition Claim. Before the Petition Date, Covington performed numerous services for the Debtors. As a result of these prepetition services, Covington was owed approximately \$263,559.79, for which Covington filed a timely proof of claim. Neither the compensation nor expenses requested pursuant to this Final Application includes any portion of this amount. See Certification Pursuant to Local Guidelines, US Trustee Guidelines and Fee Committee Guidelines for Fees and Disbursements attached as **Exhibit A**. With Delphi’s consent, Covington sold its claim and no longer holds a claim against the Debtors.

11. Covington’s Fee Applications. Covington has previously submitted six fee applications, aggregating \$1,916,251.62 in fees and expenses, as summarized in the table below. Covington voluntarily reduced the fees and expenses sought in the first six

applications in the aggregate amount of \$65,833.21¹. On March 16, 20, 22, June 27, 2007, October 25, 2007 and February 25, 2008, the Court issued omnibus orders granting, *inter alia*, Covington's fees and expenses in the aggregate amount of \$1,850,508.41.

Application	Date	Fees Sought	Fees Allowed	Expenses Sought	Expenses Allowed	Total Reduced	Total Allowed
First	3/31/2006	\$490,281.00	\$479,651.93	\$20,653.23	\$20,653.23	\$10,719.07	\$500,305.16
Second	7/31/2006	\$551,937.00	\$541,217.93	\$10,753.73	\$10,753.73	\$10,719.07	\$551,971.66
Third	11/30/2006	\$499,681.75	\$488,962.68	\$22,535.33	\$22,535.33	\$10,719.07	\$511,498.01
Fourth	3/28/2007	\$151,395.00	\$128,075.00	\$6,032.91	\$4,232.91	\$25,120.00	\$132,307.91
Fifth	7/31/2007	\$95,420.00	89,920.00	\$1,616.59	\$1,166.59	\$5,950.00	\$91,086.59
Sixth	11/29/07	\$64,910.00	\$62,430.00	\$1,035.08	\$909.08	\$2,606.00	\$63,339.08
Total:		\$1,853,624.75	\$1,790,257.54	\$62,626.87	\$60,250.87	\$65,833.21	\$1,850,508.41

COVINGTON'S FEES AND EXPENSES

12. Covington's services in these cases have been necessary and beneficial to the Debtors, the Debtors' creditors, and other parties-in-interest. Throughout the case in general and the Seventh Application Period in particular, Covington has addressed a variety of issues that required Covington, in the discharge of its professional responsibilities, to devote time by its professionals on an ongoing basis.

13. Covington has submitted timely invoices for postpetition services rendered to the Special Committee and to the Debtors for payment pursuant to the Interim Compensation Orders. No agreement or understanding exists between Covington or any other entity for the sharing of compensation to be received for services rendered in or in connection with this case.

¹ These reductions include (i) voluntary reductions as stated in the fee applications, (ii) voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee, and (iii) additional voluntary reduction as agreed to with the Joint Fee Review Committee.

14. Covington's personnel maintain written contemporaneous records of the time expended in rendering professional services to the Debtors and the Special Committee. A copy of the daily time records for the Seventh Application Period, broken down by matter and listing the name of the attorney or paraprofessional, the date on which the services were performed, and the amount of time spent in performing the services, is attached as **Exhibit B**.

15. Attached as **Exhibit C** is a list of the attorneys and paraprofessionals who have worked on Delphi matters during the Seventh Application Period, the aggregate time expended by each individual during the Seventh Application Period, his or her hourly billing rate during the Seventh Application Period, and the amount of Covington's fees attributable to each individual. Additionally, included as part of Exhibit D is a list of all the matters for which services were rendered and the aggregate amount of hours and fees expended for each of those matters.

16. Covington also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of professional services. A schedule setting forth the categories of expenses and amounts for which reimbursement is requested is attached as **Exhibit D**.

SUMMARY OF SERVICES RENDERED

17. The following summary highlights the principal areas to which Covington devoted substantial time and attention during the Seventh Application Period. The full extent of Covington's services is reflected in Covington's time records.

Foreign Trade Control Representation

18. Covington provided advice and assistance to the Debtors on many facets of U.S. foreign trade control laws, including compliance with export laws administered by the Departments of Commerce and State, and economic sanctions programs administered by

the Treasury Department, and assisted the Debtors in reviewing certain transactions by the Debtors' foreign affiliates for compliance with U.S. foreign trade controls. Covington also provided advice and assistance to the Company on a matter involving the application of regulations administered by the Environmental Protection Agency and Department of Transportation.

19. Covington requests \$25,175.00 in fees incurred in connection with this work during the Seventh Application Period.

Bankruptcy Case Administration

20. During the Seventh Application Period, Covington prepared and drafted the Sixth Application and all supporting documents and addressed ongoing supplemental disclosure issues.

21. Covington requests \$7,707.00 in fees incurred in connection with bankruptcy administrative work during the Seventh Application Period, of which \$1,745.04 related to supplemental disclosures and \$5,961.96 related to preparation of the Sixth Application.

COMPENSATION SOUGH FOR SEVENTH APPLICATION PERIOD

22. The allowance of interim compensation for services rendered and reimbursement of expenses incurred in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

[A] debtor's attorney, or any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331.

23. The First and Third Interim Compensation Orders require professionals in the Debtors' chapter 11 cases to serve monthly fee statements upon notice parties listed in those Orders,² to obtain allowance of compensation and reimbursement of 80% of fees and 100% of expenses identified in each monthly statement. Approximately every 120 days, professionals in the Debtors' chapter 11 cases served and filed with the Court an application for interim or final compensation pursuant to sections 330 and 331 of the Bankruptcy Code. These Interim Compensation Orders are not intended to alter the fee application requirements set forth in sections 330 and 331 of the Bankruptcy Code. See First Interim Compensation Order at ¶ 2(b).

24. Section 330(a)(1) of the Bankruptcy Code provides, in pertinent part, that a court may award to a professional person, including a debtor's attorney:

reasonable compensation for actual, necessary services rendered by the . . . professional person, or attorney

11 U.S.C. § 330(a)(1). The Congressional intent and policy expressed in section 330 of the Bankruptcy Code is to provide for adequate compensation to attract qualified and competent practitioners to bankruptcy cases.

25. Pursuant to the Modified Plan, final requests for payment of professional claims and request for reimbursement of expenses are to be filed by December 31, 2009.

26. Covington submits that its request for allowance of compensation in the amount of \$32,882.00 for the Seventh Application Period is reasonable. The services rendered by Covington, as highlighted above, were necessary to fulfill the Debtors' and the Special Committee's requests for legal counsel.

² As modified by the Joint Interest Agreement Order.

27. Covington made efforts during the Seventh Application Period to work with the Debtors' other counsel to ensure that there is no unnecessary duplication of work between Covington and such other firms. Covington and the other firms retained in these chapter 11 cases clearly delineated the division of labor between them to maximize the efficient usage of their combined resources by the Debtors' estate.

28. The services rendered by Covington during the Seventh Application Period were performed diligently and efficiently. When possible, Covington delegated tasks to lower-cost junior attorneys or, for discrete matters, to attorneys with specialized expertise in the particular task at issue. While that approach may have required intra-office conferences or involved individual attorneys who spent only a few hours on the matter at hand, the net result was enhanced cost efficiency. The blended hourly rate for persons who billed time to the Debtors during the Seventh Application Period, excluding paralegal or other paraprofessional time, is approximately \$362.11³.

29. The services rendered to the Debtors by Covington during the Seventh Application Period, after writing off the time for timekeepers who billed less than three hours during the Seventh Application Period,⁴ required an aggregate expenditure of 93.80 recorded hours of the time of attorneys and paraprofessionals. Based upon the number of hours spent and Covington's hourly billing rate established by the engagement letter dated June 8, 2005, and the increases to Covington's billing rates that became effective on June 8, 2006 and June

³ This figure was calculated by dividing the total amount of fees billed by attorneys for services rendered by the total number of hours billed by attorneys.

⁴ This is with the exception of 2.10 hours billed by Corinne Goldstein, a senior partner of the Foreign Controls team, whose expertise on matters related to the Debtors' case is invaluable and necessary to Covington's representation.

8, 2007, the value of the recorded services rendered by Covington's attorneys and paraprofessionals during the Seventh Application Period is \$32,882.00. Exhibit D sets forth a list of such individuals, the aggregate amount of time expended by each and the current hourly billing rate for each. The fair and reasonable value of the services rendered by Covington to the Debtors and recorded during the Seventh Application Period is set forth in Exhibit C and summarized above.

DISBURSEMENTS DURING THE SEVENTH APPLICATION PERIOD

30. Covington incurred actual and necessary out-of-pocket expenses during the Seventh Application Period, in connection with the rendition of the professional services described above, in the amount of \$73.59, as set forth in detail in Exhibit E.⁵

31. The disbursements for which Covington seeks reimbursement include the following:

1. Duplicating - Charged at \$0.10 per page;
2. Telecommunications - Long-distance calls and long-distance facsimile transmissions are billed at actual cost. There is no charge for incoming facsimiles;
3. Computer Research Charges - Covington's practice is to bill clients for LEXIS and Westlaw research at actual cost; and therefore includes such charges in this Final Application.

**COMPLIANCE WITH LOCAL RULES, U.S. TRUSTEE GUIDELINES
AND FEE COMMITTEE GUIDELINES**

32. Covington submits that this Final Application complies with the guidelines set forth by this Court in its Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases adopted by the Court

⁵ Covington's standard practice is to treat certain expenses as having been incurred when such obligations are recorded and reflected as payable in Covington's accounting system.

on April 19, 1995 (the “**Local Rules**”), and its administrative orders M-104 and M-150, and with the U.S. Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 (the “**U.S. Trustee Guidelines**”).

33. For the most part, Covington believes that the Fee Examiner and Fee Committee Guidelines track the U.S. Trustee Guidelines. Covington’s Final Application deviates from the Fee Committee Guidelines in certain very minor respects described below.

34. With the exception of Corrine Goldstein, a senior partner in Covington’s International Trade and Finance practice group who billed 2.10 hours during the period, Covington has written off all time for timekeepers who billed less than three hours during the Seventh Application Period, because attorneys and other timekeepers who spend less than three hours during a three month period are likely to be transitory. As set forth in footnote 4, Corrine Goldstein’s expertise on matters related to the Debtors’ case is invaluable and necessary to Covington’s representation.

35. The Fee Committee Guidelines disfavor time spent by attorneys and staff on “administrative and clerical” tasks. Although some Covington timekeepers may have engaged in tasks that appear to be clerical in nature, those tasks in fact required considerable knowledge of the Debtors’ case and skills far beyond what would be needed for rote, truly uncomplicated chores. In each case, the tasks performed, generally by paraprofessionals or junior attorneys, required judgment, training and substantive awareness of the case. They were in all cases intended to make the work more efficient.

FINAL ALLOWANCE OF ALL FEES AND EXPENSES

36. In addition to approving the fees and expenses Covington incurred during the Seventh Application Period, Covington submits that the Court should also enter an order approving all fees and expenses previously awarded on an interim basis in respect of the first

sixth interim applications. As detailed above and in Covington's interim fee applications, Covington has provided prompt, efficient and highly qualitative assistance to the Debtors as requested throughout the case. Covington also cooperated with the Fee Committee in voluntarily reducing its fees and expenses as recommended by the committee during prior fee application periods. Covington respectfully submits that payment of the fees sought herein, as well as the reimbursement for expenses sought herein, is eminently fair and reasonable.

PROCEDURE

37. In accordance with the applicable orders and rules, Covington has provided notice of this Final Application to the 2002 notice list, and has served the Final Application with all exhibits on: the Debtors, their attorneys, the United States Trustee, counsel to and Chair of the Creditor's Committee, counsel to and the chair of the Equity Committee, the Fee Examiner and the members of the Fee Committee. Covington submits that given the circumstances and the notice of the relief requested herein, no other or further notice is required.

38. No previous motion for the relief sought herein has been made to this or any other court.

CONCLUSION

Covington respectfully requests that this Court enter an order awarding Covington:

1. Interim compensation from the Debtors for services rendered for the period from October 1, 2007 through January 25, 2008, inclusive, in the amount of \$32,882.00;
2. Reimbursement of actual and necessary expenses incurred in connection with the rendition of such services, in the amount of \$73.59;
3. Final approval of its fees and expenses incurred from October 8, 2005, through January 25, 2008, in the amounts of \$1,883,390.41 and \$60,324.00 respectively; and
4. Such other and further relief as may be just and proper.

Dated: December 23, 2009

COVINGTON & BURLING LLP

By: /s/ Susan Power Johnston
Susan Power Johnston (SJ-9386)
The New York Times Building
620 Eighth Avenue
New York, NY 10018
(212) 841-1000

**Foreign Trade and Special Corporate
Committee Counsel to the Debtors and
Debtors-in-Possession**

Exhibit A

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- x
In re : Chapter 11
: Case No. 05-44481 (RDD)
DELPHI CORPORATION, et al., :
: Debtors. : (Jointly Administered)
: x-----

**CERTIFICATION PURSUANT TO LOCAL GUIDELINES, U.S. TRUSTEE
GUIDELINES AND FEE COMMITTEE GUIDELINES
FOR FEES AND DISBURSEMENTS**

Pursuant to 28 U.S.C. § 1746, Susan Power Johnston certifies as follows:

1. I am of counsel to the firm of Covington & Burling LLP ("Covington"), which maintains offices for the practice of law at, among other places, The New York Times Building, 620 Eighth Avenue, New York, New York 10018.
2. On March 9, 2006, effective *nunc pro tunc* to October 8, 2005 (the "Petition Date"), this Court entered an Order under 11 U.S.C. §§ 327(e) and 1107(b) and Fed. R. Bankr. P. 2014 Authorizing Employment and Retention of Covington & Burling as Foreign Trade and Special Corporate Committee Legal Counsel to Debtors (Docket No. 2769).
3. In this capacity, Covington has advised and assisted the Company on U.S. foreign trade control matters, and prepared and drafted the sixth interim application (the "Sixth Application") and all supporting documents and addressed ongoing supplemental disclosure issues.

4. I am the professional designated by Covington to certify regarding Covington's Fee Applications, in compliance with the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "**Local Guidelines**"), the United States Trustee Guidelines for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 adopted on January 30, 1996 (the "**U.S. Trustee Guidelines**"), the memorandum dated June 19, 2006 issued by the Debtors' fee committee containing guidelines for retained professionals to use when billing time (the "**Fee Committee Guidelines**"), the Court's Fourth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals dated July 13, 2006 (Docket No. 4545) (the "**Fourth Supplemental Fee Order**"), the Court's Fifth Supplemental Order Under 11 U.S.C. § 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (Docket No. 5310) (the "**Fifth Supplemental Fee Order**" and, collectively with the Local Guidelines, the U.S. Trustee Guidelines, and the Fourth Supplemental Fee Order, the "**Guidelines**"), and Rule 2016 of the Federal Rules of Bankruptcy Procedure.

5. I make this certification in support of Covington's application (the "**Final Application**") for (a) allowance of compensation from October 1, 2007, through January 25, 2008 (the "**Seventh Application Period**") and (b) for final approval of fees and expenses incurred from October 8, 2005, through January 25, 2008 in accordance with the Guidelines.

6. Section B.1 of the Local Guidelines: I certify that:

- a) I have read the Final Application;
- b) To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Final Application fall within the Guidelines. In some limited respects discussed in the Final Application, Covington's policies deviate from the Fee Committee Guidelines;

- c) The fees and disbursements sought are billed in accordance with practices customarily employed by Covington and generally accepted by Covington's clients; and
- d) In providing a reimbursable service, Covington does not make a profit on that service, whether the service is performed by Covington in-house or through a third party.

7. Section B.2 of the Local Guidelines: I certify that Covington has been providing, on a monthly basis, statements of Covington's fees and disbursements for each month in accordance with the procedures approved by this Court in the Interim Fee Order dated November 4, 2005 (Docket No. 869), the First Supplemental Fee Order dated March 8, 2006 (Docket No. 2747), the Second Supplemental Fee Order dated March 28, 2006 (Docket No. 2986), the Third Supplemental Fee Order dated May 5, 2006 (Docket No. 3630), the Fourth Supplemental Fee Order, the Fifth Supplemental Fee Order and as otherwise agreed to with the above-captioned debtors and debtors-in-possession (collectively, the "Debtors" or the "Company") and the Office of the United States Trustee pursuant to the Joint Interest Agreement Order dated April 18, 2006 (Docket No. 3279).

8. Section B.3 of the Local Guidelines: I certify that copies of the Final Application with complete exhibits are being provided to (a) the United States Trustee for the Southern District of New York; (b) attorneys for the Debtors; and (c) the Debtors; (d) counsel for and the Chair of the Official Committee of Unsecured Creditors; and (e) counsel for and the Chair of the Official Committee of Equity Holders. The Debtors have consented to the filing of this Final Application.

9. No agreement or understanding exists between Covington and any person for a division of compensation or reimbursement received or to be received herein or in connection with the Debtors' chapter 11 cases.

10. As of the date of the Final Application, Covington has received no payment or promise of payment for the services rendered in these chapter 11 cases, other than as noted in the Final Application.

11. Before the Petition Date, Covington performed numerous services for the Debtors. As a result of these prepetition services, Covington was owed approximately \$263,559.79, for which Covington filed a timely proof of claim. Neither the compensation nor expenses requested pursuant to this Final Application includes any portion of this amount. With Delphi's consent, Covington sold its claim and no longer holds a claim against the Debtors.

Executed December 23, 2009

/s/ Susan Power Johnston
Susan Power Johnston

Exhibit B

COVINGTON & BURLING LLP

620 EIGHTH AVENUE
NEW YORK, NY 10018
TEL 212.841.1000
FAX 212.841.1010
WWW.COV.COM

NEW YORK
WASHINGTON
SAN FRANCISCO
LONDON
BRUSSELS

INVOICE NUMBER
60434845
ACCOUNT NUMBER
026186.06101
DATE
November 20, 2007

Delphi Automotive Systems Corporation

Re: General Foreign Trade Controls

For professional services rendered through October 31, 2007, as follows:

Legal and Factual Development	\$ <u>4,858.50</u>
Professional Fee:	\$ 4,858.50

Disbursements and Other Charges Posted Through October 31, 2007:

Scanning	\$ 5.50
Long Distance Calls	<u>2.52</u>
	<u>8.02</u>

Current Fees and Disbursements: \$ 4,866.52

Open Balance:	11/30/06	Statement	354.93
	12/22/06	Statement	387.70
	01/24/07	Statement	159.88
	02/23/07	Statement	378.05
	03/14/07	Statement	420.00
	04/25/07	Statement	1,532.60
	05/15/07	Statement	1,152.20
	06/25/07	Statement	4,410.40
	07/17/07	Statement	1,698.40
	08/13/07	Statement	1,663.40
	09/24/07	Statement	1,708.40
	10/15/07	Statement	<u>8,622.84</u>

TOTAL DUE: \$ 27,355.32

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60434845

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
10/02/07	CB1	Drafting email to Graham Kantor regarding regulatory issue for non-US subsidiary.	0.20	\$81.00	Randall H. Cook
10/08/07	CB1	Email to Kim Strosnider regarding regulatory matter for non-US affiliate.	0.40	\$162.00	Randall H. Cook
10/10/07	CB1	Telephone calls with E. Shackelford on regulatory matters.	0.50	\$240.00	Kimberly A. Strosnider
10/10/07	CB1	Calls with Kim Strosnider on a regulatory matter.	0.50	\$167.50	Elizabeth E. Shackelford
10/10/07	CB1	Discussing regulatory matter with Randy Cook.	0.60	\$201.00	Elizabeth E. Shackelford
10/10/07	CB1	Reviewing materials for memorandum on regulatory matter.	0.90	\$301.50	Elizabeth E. Shackelford
10/10/07	CB1	Reviewing Commerce Control List and other materials for regulatory matter.	3.50	\$1,172.50	Elizabeth E. Shackelford
10/10/07	CB1	Discussing regulatory matter with E. Shackelford.	0.60	\$243.00	Randall H. Cook
10/18/07	CB1	Drafting memorandum on regulatory matter.	2.50	\$837.50	Elizabeth E. Shackelford
10/22/07	CB1	Drafting memorandum and preparing attachments for regulatory matter.	0.80	\$268.00	Elizabeth E. Shackelford
10/24/07	CB1	Revising memorandum on regulatory issue.	0.40	\$192.00	Kimberly A. Strosnider
10/25/07	CB1	Discussing regulatory matter with Elizabeth Shackelford.	0.10	\$48.00	Kimberly A. Strosnider
10/25/07	CB1	Discussing regulatory matter with Kim Strosnider; revising memo on regulatory matter.	1.10	\$368.50	Elizabeth E. Shackelford
10/25/07	CB1	Correspondence with Graham Kantor regarding regulatory matter for non-US subsidiary.	0.30	\$121.50	Randall H. Cook
10/26/07	CB1	Revising memo for regulatory matter.	0.30	\$100.50	Elizabeth E. Shackelford
10/30/07	CB1	Drafting correspondence to Graham Kantor and Maureen Pearson regarding regulatory matter for non-US subsidiary.	0.40	\$162.00	Randall H. Cook
10/30/07	CB1	Call with Doug Ginesi on regulatory issue.	0.30	\$144.00	Kimberly A. Strosnider
10/30/07	CB1	Email to Doug Ginesi on regulatory issue.	0.10	\$48.00	Kimberly A. Strosnider
TOTALS FOR TASK CODE: CB1 Legal and Factual Development			13.50	4,858.50	

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60434845

Task Code Summary

Task	Timekeeper	Rate	Hours	Amount
CB1	Elizabeth E. Shackelford	335.00	10.20	3,417.00
CB1	Kimberly A. Strosnider	480.00	1.40	672.00
CB1	Randall H. Cook	405.00	1.90	769.50
				\$4,858.50

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60434845

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Kimberly A. Strosnider	Associate	\$480.00	1.40	\$672.00
Randall H. Cook	Associate	\$405.00	1.90	\$769.50
Elizabeth E. Shackelford	Associate	\$335.00	10.20	\$3,417.00
Total			13.50	\$4,858.50

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INVOICE NUMBER
60437137
ACCOUNT NUMBER
026186.06101
DATE

December 14, 2007

Delphi Automotive Systems Corporation

Re: General Foreign Trade Controls

For professional services rendered through November 30, 2007, as follows:

Legal and Factual Development	\$ <u>11,231.00</u>
Professional Fee:	\$ 11,231.00

Disbursements and Other Charges Posted Through November 30, 2007:

Scanning	\$ 26.30
Long Distance Calls	<u>0.36</u>
	<u>26.66</u>

Current Fees and Disbursements: \$ 11,257.66

Open Balance:	11/30/06	Statement	354.93
	12/22/06	Statement	387.70
	01/24/07	Statement	159.88
	02/23/07	Statement	378.05
	03/14/07	Statement	420.00
	04/25/07	Statement	1,532.60
	05/15/07	Statement	1,152.20
	06/25/07	Statement	4,410.40
	07/17/07	Statement	1,698.40
	08/13/07	Statement	1,663.40
	09/24/07	Statement	1,708.40
	10/15/07	Statement	1,720.00
	11/20/07	Statement	<u>4,866.52</u>

TOTAL DUE: \$ 31,710.14

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60437137

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
11/02/07	CB1	Updating regulatory materials for non-US subsidiary.	1.10	\$445.50	Randall H. Cook
11/05/07	CB1	Updating regulatory materials for non-US subsidiary.	1.20	\$486.00	Randall H. Cook
11/06/07	CB1	Review regulatory materials for non-US subsidiary; review non-US subsidiary questionnaires re same; drafted memorandum re same.	2.10	\$703.50	Alex O. Canizares
11/06/07	CB1	Meeting with Alex Canizares regarding regulatory matter for non-US subsidiary.	0.40	\$162.00	Randall H. Cook
11/06/07	CB1	Meeting with Randall Cook regarding regulatory matter for non-US subsidiary.	0.40	\$134.00	Alex O. Canizares
11/07/07	CB1	Reviewed relevant documentation and drafted memorandum regarding regulatory matter for non-U.S. subsidiary (1.5); met with Kim Strosnider to discuss regulatory matter generally and memorandum regarding regulatory matter specifically (0.40).	1.90	\$636.50	Alex O. Canizares
11/07/07	CB1	Meeting with Alex Canizares on regulatory issues.	0.40	\$192.00	Kimberly A. Strosnider
11/08/07	CB1	Drafted memorandum and arranged appendices regarding regulatory matter for non-US subsidiary.	1.80	\$603.00	Alex O. Canizares
11/09/07	CB1	Creating PDFs of files for memorandum on regulatory matter.	0.20	\$67.00	Alex O. Canizares
11/09/07	CB1	Meeting with Kim Strosnider to discuss regulatory matter.	0.40	\$134.00	Alex O. Canizares
11/09/07	CB1	Meeting with Alex Canizares on regulatory issues.	0.40	\$192.00	Kimberly A. Strosnider
11/13/07	CB1	Editing regulatory memorandum.	0.70	\$336.00	Kimberly A. Strosnider
11/13/07	CB1	Reviewed edits on draft memorandum in regulatory matter.	0.40	\$134.00	Alex O. Canizares
11/14/07	CB1	Made edits to memorandum regarding regulatory matter (2.3), drafted e-mail to Randall Cook (0.1), drafting general memorandum regarding regulatory issues (0.9); telephone call with Kim Strosnider on regulatory matters (0.2).	3.50	\$1,172.50	Alex O. Canizares
11/14/07	CB1	Telephone call with Alex Canizares on regulatory memorandum.	0.20	\$96.00	Kimberly A. Strosnider
11/15/07	CB1	Email to Maureen Pearson on regulatory matter (.10); voicemail message to Doug Ginesi on regulatory question (.10).	0.20	\$96.00	Kimberly A. Strosnider
11/15/07	CB1	Reviewed spreadsheets and questionnaires from non-US subsidiary and drafted memorandum on regulatory matter (3.0); drafted e-mail on regulatory matter (0.1).	3.10	\$1,038.50	Alex O. Canizares

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60437137

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
11/16/07	CB1	Reviewed spreadsheets and questionnaires and prepared memorandum on regulatory matter (2.0); drafted e-mail on regulatory question (0.4).	2.40	\$804.00	Alex O. Canizares
11/19/07	CB1	Drafted memorandum on regulatory issue.	3.20	\$1,072.00	Alex O. Canizares
11/20/07	CB1	Drafted e-mail on regulatory matter and arranged spreadsheet for evaluations.	0.30	\$100.50	Alex O. Canizares
11/20/07	CB1	Editing regulatory memorandum (.40) and drafting email on same to Maureen Pearson (.10).	0.50	\$240.00	Kimberly A. Strosnider
11/24/07	CB1	Editing memorandum on regulatory matter (.40); emails on regulatory issues to Graham Kantor (.30), Alex Canizares (.10); and Maureen Pearson (.10).	0.90	\$432.00	Kimberly A. Strosnider
11/26/07	CB1	Reviewed materials on regulatory matter and drafted memorandum on the same.	2.50	\$837.50	Alex O. Canizares
11/27/07	CB1	Drafted e-mail and sent memorandum to client on regulatory matter involving non-US subsidiary.	0.40	\$134.00	Alex O. Canizares
11/28/07	CB1	Met with Kim Strosnider on regulatory matter (0.1) and made edits and drafted memorandum to client on the same, and e-mailed to client (0.8).	0.90	\$301.50	Alex O. Canizares
11/28/07	CB1	Editing regulatory memorandum.	0.40	\$192.00	Kimberly A. Strosnider
11/28/07	CB1	Meeting with Alex Canizares on regulatory issues.	0.10	\$48.00	Kimberly A. Strosnider
11/30/07	CB1	Spoke with Kim Strosnider regarding regulatory issues (0.4); drafted e-mail to Graham Kantor in connection therewith (0.2).	0.60	\$201.00	Alex O. Canizares
11/30/07	CB1	E-mail to Maureen Pearson on regulatory matter (.10); telephone call with Alex Canizares on regulatory issues (.40).	0.50	\$240.00	Kimberly A. Strosnider
TOTALS FOR TASK CODE: CB1 Legal and Factual Development			31.10	11,231.00	

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60437137

Task Code Summary

Task	Timekeeper	Rate	Hours	Amount
CB1	Alex O. Canizares	335.00	24.10	8,073.50
CB1	Kimberly A. Strosnider	480.00	4.30	2,064.00
CB1	Randall H. Cook	405.00	2.70	1,093.50
				\$11,231.00

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60437137

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Kimberly A. Strosnider	Associate	\$480.00	4.30	\$2,064.00
Randall H. Cook	Associate	\$405.00	2.70	\$1,093.50
Alex O. Canizares	Associate	\$335.00	24.10	\$8,073.50
Total			31.10	\$11,231.00

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INVOICE NUMBER

60439813

ACCOUNT NUMBER

026186.06101

DATE

January 24, 2008

Delphi Automotive Systems Corporation

Re: General Foreign Trade Controls

For professional services rendered through December 31, 2007, as follows:

Legal and Factual Development	\$ <u>3,617.50</u>
Professional Fee:	\$ 3,617.50

Disbursements and Other Charges Posted Through December 31, 2007:

Long Distance Calls	\$ <u>0.18</u>
	<u>0.18</u>

Current Fees and Disbursements: \$ 3,617.68

Open Balance:	11/30/06	Statement	354.93
	12/22/06	Statement	387.70
	01/24/07	Statement	159.88
	02/23/07	Statement	378.05
	03/14/07	Statement	420.00
	04/25/07	Statement	1,532.60
	05/15/07	Statement	1,152.20
	06/25/07	Statement	4,410.40
	07/17/07	Statement	1,698.40
	08/13/07	Statement	1,663.40
	09/24/07	Statement	1,708.40
	10/15/07	Statement	1,720.00
	11/20/07	Statement	971.70
	12/14/07	Statement	<u>11,257.66</u>

TOTAL DUE: \$ 31,433.00

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60439813

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
12/04/07	CB1	Email to Doug Ginesi on regulatory issue.	0.10	\$48.00	Kimberly A. Strosnider
12/05/07	CB1	Reviewing and responding to email on regulatory matter; discussed same with Alex Canizares.	0.10	\$48.00	Kimberly A. Strosnider
12/05/07	CB1	Drafted memorandum on regulatory matter (1.9); e-mails and discussion regarding regulatory matter (0.1).	2.00	\$670.00	Alex O. Canizares
12/06/07	CB1	Drafted memorandum on regulatory matter; analysis regarding regulatory issue.	4.70	\$1,574.50	Alex O. Canizares
12/08/07	CB1	Correspondence and related follow-up regarding regulatory issue for non-US subsidiary.	0.60	\$243.00	Randall H. Cook
12/10/07	CB1	Drafted and edited memorandum on regulatory matter.	1.00	\$335.00	Alex O. Canizares
12/20/07	CB1	Call with Corinne Goldstein regarding regulatory issue.	0.10	\$48.00	Kimberly A. Strosnider
12/20/07	CB1	Call with K. Strosnider regarding regulatory issue.	0.10	\$67.00	Corinne A. Goldstein
12/21/07	CB1	Reviewing documents in connection with memorandum on regulatory matter.	0.50	\$167.50	Alex O. Canizares
12/28/07	CB1	Drafted e-mail regarding regulatory matter.	1.10	\$368.50	Alex O. Canizares
12/28/07	CB1	Email on regulatory issue.	0.10	\$48.00	Kimberly A. Strosnider
TOTALS FOR TASK CODE: CB1 Legal and Factual Development			10.40	3,617.50	

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60439813

Task Code Summary

Task	Timekeeper	Rate	Hours	Amount
CB1	Alex O. Canizares	335.00	9.30	3,115.50
CB1	Corinne A. Goldstein	670.00	0.10	67.00
CB1	Kimberly A. Strosnider	480.00	0.40	192.00
CB1	Randall H. Cook	405.00	0.60	243.00
				\$3,617.50

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60439813

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Corinne A. Goldstein	Partner	\$670.00	0.10	\$67.00
Kimberly A. Strosnider	Associate	\$480.00	0.40	\$192.00
Randall H. Cook	Associate	\$405.00	0.60	\$243.00
Alex O. Canizares	Associate	\$335.00	9.30	\$3,115.50
Total			10.40	\$3,617.50

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INVOICE NUMBER

60441899
ACCOUNT NUMBER
026186.06101
DATE

February 22, 2008

Delphi Automotive Systems Corporation

Re: General Foreign Trade Controls

For professional services rendered through January 31, 2008, as follows:

Legal and Factual Development	\$ <u>5,468.00</u>
Professional Fee:	\$ 5,468.00

Disbursements and Other Charges Posted Through January 31, 2008:

Scanning	\$ 4.90
Computer Research	10.99
Long Distance Calls	<u>4.68</u>
	<u>20.57</u>

Current Fees and Disbursements: \$ 5,488.57

Open Balance:	11/30/06	Statement	354.93
	12/22/06	Statement	387.70
	01/24/07	Statement	159.88
	02/23/07	Statement	378.05
	03/14/07	Statement	420.00
	04/25/07	Statement	1,532.60
	05/15/07	Statement	1,152.20
	06/25/07	Statement	4,410.40
	07/17/07	Statement	1,698.40
	08/13/07	Statement	1,663.40
	09/24/07	Statement	1,708.40
	10/15/07	Statement	1,720.00
	11/20/07	Statement	971.70
	12/14/07	Statement	11,257.66
	01/24/08	Statement	<u>3,617.68</u>

TOTAL DUE: \$ 36,921.57

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60441899

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
01/10/08	CB1	Revising analysis of regulatory issue.	1.20	\$576.00	Kimberly A. Strosnider
01/10/08	CB1	Reviewing and revising e-mail re: regulatory issue; e-mail to K. Strosnider re: same.	0.40	\$268.00	Corinne A. Goldstein
01/11/08	CB1	Email to Alex Canizares on regulatory issue.	0.10	\$48.00	Kimberly A. Strosnider
01/11/08	CB1	Drafted memorandum on regulatory matter.	1.40	\$469.00	Alex O. Canizares
01/15/08	CB1	Editing memorandum on regulatory matter.	0.30	\$144.00	Kimberly A. Strosnider
01/15/08	CB1	Voice-mail from M. Pearson (.10); e-mail to colleagues (.10); call with M. Pearson (.10); call and e-mail with Jones (.10).	0.40	\$268.00	Corinne A. Goldstein
01/16/08	CB1	Meeting with A. Canizares re: regulatory issue (.20); e-mails re: same (.10); reviewing materials from client (.10).	0.40	\$268.00	Corinne A. Goldstein
01/16/08	CB1	Meeting with Corinne Goldstein regarding regulatory issue.	0.20	\$67.00	Alex O. Canizares
01/16/08	CB1	Researched regulatory issue; telephone call with Chet Wilson.	2.70	\$904.50	Alex O. Canizares
01/17/08	CB1	Spoke with officials at regulatory agencies; drafted e-mail in connection therewith.	3.90	\$1,306.50	Alex O. Canizares
01/17/08	CB1	Calls with Corinne Goldstein regarding regulatory issues.	0.30	\$100.50	Alex O. Canizares
01/17/08	CB1	Calls with A. Canizares regarding regulatory issues (.30); revising A. Canizares e-mail to client (.50).	0.80	\$536.00	Corinne A. Goldstein
01/18/08	CB1	E-mail to Maureen Pearson, Chet Wilson, and Corinne Goldstein on research; drafted memorandum on regulatory matter.	0.80	\$268.00	Alex O. Canizares
01/18/08	CB1	Editing regulatory memorandum.	0.30	\$144.00	Kimberly A. Strosnider
01/22/08	CB1	E-mailed memorandum to client on regulatory matter.	0.30	\$100.50	Alex O. Canizares
TOTALS FOR TASK CODE: CB1 Legal and Factual Development			13.50	5,468.00	

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60441899

Task Code Summary

Task	Timekeeper	Rate	Hours	Amount
CB1	Alex O. Canizares	335.00	9.60	3,216.00
CB1	Corinne A. Goldstein	670.00	2.00	1,340.00
CB1	Kimberly A. Strosnider	480.00	1.90	912.00
				\$5,468.00

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60441899

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Corinne A. Goldstein	Partner	\$670.00	2.00	\$1,340.00
Kimberly A. Strosnider	Associate	\$480.00	1.90	\$912.00
Alex O. Canizares	Associate	\$335.00	9.60	\$3,216.00
Total			13.50	\$5,468.00

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INVOICE NUMBER
60438177
ACCOUNT NUMBER
030175.00002
DATE

December 28, 2007

Delphi Corporation

Re: Special Committee

For professional services rendered through November 30, 2007, as follows:

Bankruptcy Administration	\$ <u>7,707.00</u>
Professional Fee:	\$ 7,707.00

Disbursements and Other Charges Posted Through November 30, 2007:

Duplicating	\$ 2.80
Computer Research	<u>15.36</u>
	<u>18.16</u>

Current Fees and Disbursements: \$ 7,725.16

Open Balance:	10/20/05 Statement	10,017.52
	02/09/06 Statement	38,905.45
	06/28/07 Statement	<u>210.00</u>

TOTAL DUE: \$ 56,858.13

**Delphi Corporation
Special Committee**

Invoice No. 60438177

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
10/04/07	CB4	Update exhibits for supplemental disclosure (.7).	0.70	\$133.00	Jacqueline Kelly
10/05/07	CB4	Attention to supplemental disclosure issues (.7).	0.70	\$455.00	Susan Power Johnston
10/05/07	CB4	Review draft disclosure (.1); e-mail with J. Kelly and S. Johnston regarding same (.1); prepare exhibits and distribute to S. Johnston (.2)	0.40	\$114.00	Amanda Raboy
10/08/07	CB4	File transfer agreements to prepare for supplemental disclosure (.8).	0.80	\$152.00	Jacqueline Kelly
10/15/07	CB4	File transfer agreements to prepare for next supplemental disclosure (.3).	0.30	\$57.00	Jacqueline Kelly
10/17/07	CB4	File transfer agreements to prepare for supplemental disclosure (.5).	0.50	\$95.00	Jacqueline Kelly
10/30/07	CB4	File transfer agreements for supplemental disclosure (.5).	0.50	\$95.00	Jacqueline Kelly
11/06/07	CB4	Update tracking chart with information from conflicts checks, transfer agreements, and retainers (1.8).	1.80	\$342.00	Jacqueline Kelly
11/12/07	CB4	Review exhibits for sixth free application (.8); e-mail with L. Raybon regarding same (.3); review time entries (.3); telephone call to R. Wallace and G. Merrill regarding same (.2); draft sixth fee application (1.2); review fifth fee order (.1); e-mail with S. Johnston regarding same (.1).	3.00	\$855.00	Amanda Raboy
11/13/07	CB4	E-mail with L. Raybon regarding exhibits (.4); review revised exhibits (.6); revise fee application(1.0); e-mail with S. Johnston regarding same (.2).	2.20	\$627.00	Amanda Raboy
11/13/07	CB4	Review of Sixth Interim Fee Application (.2).	0.20	\$130.00	Susan Power Johnston
11/14/07	CB4	Attention to Sixth Interim Delphi Fee Application (.1).	0.10	\$65.00	Susan Power Johnston
11/14/07	CB4	Review exhibits (.4); e-mail with L. Raybon and S. Johnston regarding same (.4).	0.80	\$228.00	Amanda Raboy
11/15/07	CB4	E-mail with L. Raybon regarding fee application exhibits (.1); attention to draft fee application (.4).	0.50	\$142.50	Amanda Raboy
11/15/07	CB4	Review pleadings index to locate court papers in records (.7).	0.70	\$133.00	Jacqueline Kelly
11/16/07	CB4	Compile fee application and exhibits for S. Johnston review (.6); revise draft per S. Johnston edits (.9); e-mail with L. Raybon regarding write-offs (.3).	1.80	\$513.00	Amanda Raboy
11/16/07	CB4	Attention to Sixth Interim Delphi Fee Application (.5).	0.50	\$325.00	Susan Power Johnston
11/19/07	CB4	E-mail with J. Kelly regarding fee applications (.2); review and revise fee application per S. Johnston edits (.4).	0.60	\$171.00	Amanda Raboy

Delphi Corporation
Special Committee

Invoice No. 60438177

<u>Date</u>	<u>Task</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>	<u>Timekeeper</u>
11/20/07	CB4	Prepare fee application (.1).	1.10	\$313.50	Amanda Raboy
11/20/07	CB4	Review and revision of Sixth Interim Fee Application (.5).	0.50	\$325.00	Susan Power Johnston
11/20/07	CB4	File transfer agreements to prepare for upcoming disclosure (.3); update tracking charts of previously disclosed entities and pending representation (.7).	1.00	\$190.00	Jacqueline Kelly
11/27/07	CB4	Attention to Sixth Fee Application (.1).	0.10	\$65.00	Susan Power Johnston
11/29/07	CB4	Revisions to fee application per A. Marcu comments (.3); prepare for distribution (2.9).	3.20	\$912.00	Amanda Raboy
11/29/07	CB4	Attention to fee application (.9).	0.90	\$585.00	Susan Power Johnston
11/30/07	CB4	Distribute fee application and prepare affidavit of service (2.4).	2.40	\$684.00	Amanda Raboy
TOTALS FOR TASK CODE: CB4 Bankruptcy Administration			25.30	7,707.00	

Delphi Corporation
Special Committee

Invoice No. 60438177

Task Code Summary

Task	Timekeeper	Rate	Hours	Amount
CB4	Amanda Raboy	285.00	16.00	4,560.00
CB4	Jacqueline Kelly	190.00	6.30	1,197.00
CB4	Susan Power Johnston	650.00	3.00	1,950.00
				\$7,707.00

Delphi Corporation
Special Committee

Invoice No. 60438177

Timekeeper Summary

Timekeeper	Title	Rate	Hours	Amount
Susan Power Johnston	Of Counsel	\$650.00	3.00	\$1,950.00
Amanda Raboy	Associate	\$285.00	16.00	\$4,560.00
Jacqueline Kelly	Paralegal	\$190.00	6.30	\$1,197.00
Total			25.30	\$7,707.00

Exhibit C

**Delphi Fee Application
Timekeeper Summary
October 01, 2007 - January 25, 2008**

Alex O. Canizares	335.00	43.00	14,405.00
Amanda Raboy	285.00	16.00	4,560.00
Corinne A. Goldstein	670.00	2.10	1,407.00
Elizabeth E. Shackelford	335.00	10.20	3,417.00
Jacqueline Kelly	190.00	6.30	1,197.00
Kimberly A. Strosnider	480.00	8.00	3,840.00
Randall H. Cook	405.00	5.20	2,106.00
Susan Power Johnston	650.00	3.00	1,950.00
	93.80		32,882.00

Delphi Fee Application
Matter Summary
October 01, 2007 - January 25, 2008

Matter	Description	Hours	Amount
30175.00002	Special Committee	25.30	7,707.00
26186.06101	General Foreign Trade Controls	68.50	25,175.00
Grand Total		93.80	32,882.00

Exhibit D

**Delphi Fee Application
Disbursement Summary
October 01, 2007 - January 25, 2008**

Computer Research		26.35
Duplicating	\$	2.80
Long Distance Calls		7.74
Scanning	\$	36.70
		<hr/> <u>73.59</u>

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60434845

Detailed Client Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
10/22/07	Scanning	3.20
10/25/07	Scanning	2.30
TOTAL FOR COST CODE: 020		5.50
10/30/07	Long Distance Calls	2.52
TOTAL FOR COST CODE: 143		2.52

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60437137

Detailed Client Charges

Date	Description	Amount
11/09/07	Scanning	3.60
11/09/07	Scanning	3.10
11/12/07	Scanning	2.20
11/15/07	Scanning	3.10
11/16/07	Scanning	4.00
11/19/07	Scanning	3.00
11/20/07	Scanning	4.00
11/26/07	Scanning	3.30
TOTAL FOR COST CODE: 020		26.30
11/15/07	Long Distance Calls	0.36
TOTAL FOR COST CODE: 143		0.36

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60439813

Detailed Client Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
12/11/07	Long Distance Calls	0.18
TOTAL FOR COST CODE: 143		0.18

Delphi Automotive Systems Corporation
General Foreign Trade Controls

Invoice No. 60441899

Detailed Client Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
01/11/08	Scanning	2.20
01/11/08	Scanning	2.70
TOTAL FOR COST CODE: 020		4.90
01/16/08	Westlaw Research User: CANIZARES,ALEX	10.99
TOTAL FOR COST CODE: 058		10.99
01/16/08	Long Distance Calls	0.18
01/17/08	Long Distance Calls	0.36
01/17/08	Long Distance Calls	0.54
01/17/08	Long Distance Calls	1.44
01/15/08	Long Distance Calls	2.16
TOTAL FOR COST CODE: 143		4.68

Delphi Corporation
Special Committee

Invoice No. 60438177

Detailed Client Charges

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/30/07	Duplicating	0.50
11/30/07	Duplicating	0.80
11/30/07	Duplicating	1.50
TOTAL FOR COST CODE: 021		2.80
09/30/07	Computer Research PACER SERVICE CENTER 10/04/07, LOGIN ID# CB0860 (BILLING CYCLE 07/01/07 TO 09/30/07) KAREN SCHUBART (ma)	4.40
09/30/07	Computer Research PACER SERVICE CENTER 10/04/07, LOGIN ID# CB1851 (BILLING CYCLE 07/01/07 TO 09/30/07) KAREN SCHUBART (ma)	10.96
TOTAL FOR COST CODE: 058		15.36

Hearing Date and Time: To be determined
Objection Deadline: To be determined

COVINGTON & BURLING LLP
THE NEW YORK TIMES BUILDING
620 Eighth Avenue
New York, NY 10018
(212) 841-1000
Susan Power Johnston (SJ-9386)

Foreign Trade and Special Corporate Committee
Counsel to the Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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**NOTICE OF HEARING ON FINAL APPLICATION OF
COVINGTON & BURLING LLP, FOREIGN TRADE AND
SPECIAL CORPORATE COMMITTEE LEGAL COUNSEL
TO THE DEBTORS AND DEBTORS-IN-POSSESSION,
FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD FROM OCTOBER 8, 2005 THROUGH JANUARY 25, 2008**

PLEASE TAKE NOTICE on December 23, 2009, Covington & Burling LLP, as foreign trade and special corporate committee legal counsel to the above-captioned debtors and debtors-in-possession (“Covington”) filed its final application (the “Final Application”) for (a) allowance of compensation in the amount of \$32,882.00 for professional services rendered and reimbursement of expenses incurred in the amount of \$73.59 from October 1, 2007, through January 25, 2008 (the “Seventh Application Period”) and (b) for final approval of fees in the

amount of \$1,883,390.41 and expenses in the amount of \$60,324.00 incurred from October 8, 2005, through January 25, 2008.

PLEASE TAKE FURTHER NOTICE that on a date and time to be determined Covington will move before the Honorable Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, in Courtroom 610 of the United States Bankruptcy Court, One Bowling Green, New York, New York 10004, for entry of an order approving its Final Application.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the proposed order must be made in writing and delivered to Judge Drain's chambers and the undersigned so as to be received not later than 4:00 p.m. on a date to be determined. If no objections are received by that time, the order may be entered.

Dated: New York, New York
December 23, 2009

COVINGTON & BURLING LLP

By: /s/ Susan Power Johnston
Susan Power Johnston (SJ-9386)

The New York Times Building
620 Eighth Avenue
New York, NY 10018
(212) 841-1000

**Foreign Trade and Special Corporate
Committee Counsel to the Debtors and
Debtors-in-Possession**